



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.bpu.state.nj.us

IN THE MATTER OF THE VERIFIED)
PETITION OF NOS COMMUNICATIONS,)
INC. FOR APPROVAL OF A CHANGE IN)
OWNERSHIP OF AN AUTHORIZED)
TELECOMMUNICATIONS PROVIDER)

TELECOMMUNICATIONS

ORDER OF APPROVAL

DOCKET NO. TM06060453

(SERVICE LIST ATTACHED)

BY THE BOARD:

On June 13, 2006, NOS Communications, Inc. (NOS or Petitioner), by its counsel and pursuant to N.J.S.A. 48:2-51.1, 48:3-7, 48:3-9 and 48:3-10, filed a petition with the Board of Public Utilities (Board) requesting the approval of a proposed transfer of control of NOS as the result of the acquisition of the shares of Robert A. Lichtenstein (Mr. Lichtenstein), the largest shareholder of NOS, by another shareholder, Samuel P. Delug (Mr. Delug). Upon consummation of the transfer, NOS will continue to offer services on the same terms, rates and conditions that it currently provides such services in the State.

BACKGROUND

NOS is a Maryland corporation, with its principal offices located in Las Vegas, Nevada. NOS provides local and long distance services to small and medium business customers throughout the U.S. In New Jersey, NOS was authorized to provide facilities based local exchange and interexchange telecommunications services on June 26, 2002. See I/M/O the Petition for an Order Authorizing NOS Communications Inc. to Provide Local Exchange and Interexchange Telecommunications Services throughout New Jersey, Docket No. TE01050294.

According to the Petition, all of the shares of NOS are held by three individuals, all of whom are U.S. citizens: Mr. Delug, Ms. Rosette Delug (Ms. Delug), and Mr. Lichtenstein. Mr. Delug and Ms. Delug each hold a 25 percent ownership interest in NOS, while Mr. Lichtenstein holds the remaining 50 percent. In New Jersey, NOS provides service to approximately 2,300 customers.

DISCUSSION

According to the petition, on June 1, 2006, Mr. Delug and Mr. Lichtenstein entered into a Purchase Agreement pursuant to which Mr. Delug will purchase the 50% ownership interest of stock from Mr. Lichtenstein, in return for a cash payment. Following consummation of the transaction, Mr. Delug will hold a 75 percent ownership interest in NOS, and Ms. Delug will continue to hold a 25 percent ownership interest in NOS.

Petitioners state that transfer of control will be transparent to customers of NOS. The transfer of control will not result in a change of carrier for NOS's customers. Following the consummation of the transaction, NOS will continue to offer the same services at the same rates, terms and conditions and any future changes will be made consistent with the Board's requirements. Petitioners claim that the transaction serves the public interest. Mr. Delug's purchase of Mr. Lichtenstein's ownership interest in NOS will ensure that NOS is owned and operated by a committed and interested control group, thereby ensuring its continued competitive operations.

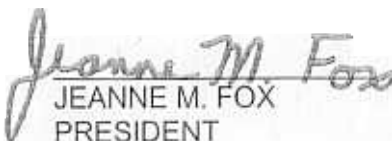
FINDINGS AND CONCLUSIONS


After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on service quality to New Jersey customers or the rates they pay. Nor will there be a negative impact on competition. Likewise, there will be no negative impact upon employees in the State. Moreover, a positive benefit may be expected by ensuring NOS' continued competitive operations under the control of a committed owner.

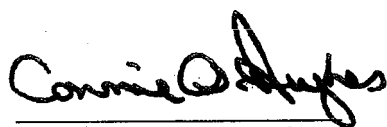

Accordingly, after careful review of this matter, the Board FINDS that the transaction will have no negative impact on competition, the rates of current customers, or on employees. The Board also FINDS that the transfer will have no negative impact on the provision of safe, adequate and proper service, and will positively benefit competition. Therefore, the Board, after investigation, having considered the record and exhibits submitted in this proceeding, FINDS that the transfer is in accordance with the law and in the public interest. The Board HEREBY ORDERS that Petitioners shall notify the Board of the closing of the proposed transaction within ten (10) days of consummation of the transfer.

DATED: 8/18/06

BOARD OF PUBLIC UTILITIES
BY:


JEANNE M. FOX
PRESIDENT


FREDERICK F. BUTLER
COMMISSIONER

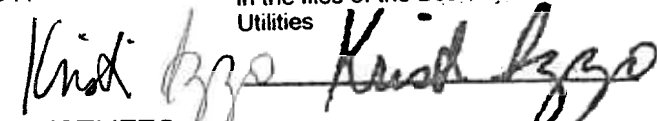

CONNIE O. HUGHES
COMMISSIONER



JOSEPH L. FIORDALISO
COMMISSIONER

CHRISTINE V. BATOR
COMMISSIONER

ATTEST:

I HEREBY CERTIFY that the within
document is a true copy of the original
in the files of the Board of Public
Utilities


KRISTI IZZO
SECRETARY

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Docket No. TM06060453

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